

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SMITH BARNEY TRANSFER AGENT
LITIGATION

This document relates to: all actions

05 Civ. 7583 (WHP)
ECF case

**DECLARATION OF LORI A. MARTIN IN FURTHER SUPPORT OF RENEWED
MOTION TO DISMISS THE CONSOLIDATED AND AMENDED COMPLAINT**

I, Lori A. Martin, hereby declare as follows pursuant to 28 U.S.C. § 1746:

1. I am a partner at the law firm Wilmer Cutler Pickering Hale and Dorr LLP, counsel for defendants Citigroup Global Markets, Inc., and Smith Barney Fund Management LLC in the above-captioned action. I submit this Declaration in support of Defendants' Motion to Dismiss the Consolidated and Amended Complaint.
2. Attached as Exhibit A is a true and correct copy of the attestation that State Street Bank and Trust Company ("State Street") submitted to the SEC regarding receipt of the Fair Funds distribution in the transfer agent investigation on June 4, 2010. State Street, custodian for the funds referenced in the attestation, confirmed payment of the disgorgement amounts for each fund identified in the attestation as of May 26, 2010, except the amounts to be reimbursed to Legg Mason Partners Fund Advisor, LLC, which had advanced the amount of this disgorgement to the listed funds. *See* Exhibit A, pp. 1-5.
3. Attached as Exhibit B is a true and correct copy of the attestation that Brown Brothers Harriman & Co. ("Brown Brothers") submitted to the SEC regarding receipt of the Fair Funds distribution in the transfer agent investigation on June 2, 2010. Brown Brothers, custodian for

the funds referenced in the attestation, confirmed payment of the disgorgement amounts for each fund identified in the attestation as of May 26, 2010. *See* Exhibit B.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 14, 2010 in New York, New York.

A handwritten signature in cursive script, reading "Lori A. Martin", written in black ink.

Lori A. Martin